

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

DECLARATION AND DISCLOSURE STATEMENT OF DAVID M. PRICHARD,

ON BEHALF OF PRICHARD, HAWKINS, McFARLAND & YOUNG, LLP

STATE OF TEXAS)
) ss:
COUNTY OF BEXAR)

David M. Prichard, hereby declares, pursuant to section 1746 of title 28 of the
United States Code:

1. I am a Partner of Prichard, Hawkins, McFarland & Young, LLP, located at
10101 Reunion Place, Suite 600, San Antonio, Texas 78216 (the "**Firm**").

2. Motors Liquidation Company (f/k/a General Motors Corporation) and
certain of its subsidiaries, as debtors and debtors in possession in the above-captioned chapter
11 cases (collectively, the "**Debtors**"), have requested that the Firm provide legal services to
the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past and may perform
services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties
in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is

retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed.

6. The Debtors owe the Firm \$0.00 for prepetition services¹.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I declare under penalty of perjury that the foregoing is true and correct. Executed on

May 6, 2010

By: David A. Prulians

¹ Our firm originally made a claim for \$710,000 against debtors in this bankruptcy. However the claim was waived.

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	:	
Debtors.	:	(Jointly Administered)
	:	
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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY MOTORS LIQUIDATION COMPANY (F/K/A GENERAL MOTORS CORPORATION) OR ANY OF ITS DEBTOR SUBSIDIARIES (collectively, the "**Debtors**")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Russell B. Brooks

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate.
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Prichard, Hawkins, McFarland & Young, LLP

10101 Reunion Place, Suite 600

San Antonio, Texas 78216

2. Date of retention: April 21, 2010

3. Brief description of services to be provided:

Provide case evaluations and advise for product liability cases

throughout the country

4. Arrangements for compensation (hourly, contingent, etc.):

Hourly

- (a) Average hourly rate (if applicable):

Senior Partners \$300, Partners \$275, Associates \$195, Paralegals \$95

- (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

Less than \$20,000 per month on average

5. Prepetition claims against the Debtors held by the firm:

Amount of claim: None

Date claim arose: _____

Source of Claim: _____

6. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: Not applicable

Status: _____

Amount of Claim: \$ _____

Date claim arose: _____

Source of claim: _____

7. Stock of the Debtors currently held by the firm:

Class of shares: Not Applicable

No. of shares: _____

8. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: None that we are aware of

Status: _____

Class of shares: _____

No. of shares: _____

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

None that we are aware of

11. Name of individual completing this form:

David M. Prichard / Jeremy R. Sloan